

UNITED STATES DISTRICT COURT
DISTRICT OF OREGON

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**SECURITIES AND EXCHANGE
COMMISSION,**

Civil No. 6:09-cv-06056

Plaintiffs,

v.

**SUNWEST MANAGEMENT, INC.,
CANYON CREEK DEVELOPMENT,
INC.; CANYON CREEK FINANCIAL
LLC, and JON M. HARDER**

Defendants.

and

**DARRYL E. FISHER; J. WALLACE
GUTZLER; KRISTIN HARDER;
ENCORE INDEMNITY MANAGEMENT
LLC; SENENET LEASING COMPANY;
FUSE ADVERTISING, INC.; KDA
CONSTRUCTION, INC.; CLYDE
HAMSTREET and CLYDE A.
HAMSTREET & ASSOCIATES, LLC,**

Relief Defendants.

**ORDER GRANTING CHIEF
RESTRUCTURING OFFICER'S
APPLICATION TO EMPLOY
CLYDE A. HAMSTREET &
ASSOCIATES, LLC, ALVAREZ &
MARSAL, MOSS ADAMS LLP,
GREENE & MARKLEY, P.C.,
TONKON TORP LLP AND
STEPTOE & JOHNSON LLP AS
PROFESSIONALS AS OF MARCH 2,
2009 TO ASSIST THE CHIEF
RESTRUCTURING OFFICER OF
THE RECEIVERSHIP ENTITIES**

On April 24, 2009, Clyde A. Hamstreet, as Chief Restructuring Officer ("CRO") of the Receivership Entities, as such term is defined in the Order Granting Preliminary Injunction and Appointing a Receiver, dated March 10, 2009 [Dkt. #64] (the "Receivership Order"), filed an application [Dkt. #225] for authorization to employ, effective as of March 2, 2009, Clyde A. Hamstreet & Associates, LLC, Alvarez & Marsal, Moss Adams LLP, Grove, Mueller & Swank, P.C., Greene & Markley, P.C., Tonkon Torp LLP and Steptoe & Johnson LLP.

ORDER GRANTING CHIEF RESTRUCTURING OFFICER'S APPLICATION TO EMPLOY CLYDE A. HAMSTREET & ASSOCIATES, LLC, ALVAREZ & MARSAL, MOSS ADAMS LLP, GREENE & MARKLEY, P.C., TONKON TORP LLP AND STEPTOE & JOHNSON LLP AS PROFESSIONALS AS OF MARCH 2, 2009

After due consideration of the Application, it is hereby,

ORDERED:

1. The CRO is authorized to employ, effective as of March 2, 2009, Clyde A. Hamstreet & Associates, LLC, Alvarez & Marsal, Moss Adams LLP, Greene & Markley, P.C., Tonkon Torp LLP and Steptoe & Johnson LLP as professionals to assist him in connection with his duties under the Receivership Order, in each case as more specifically set forth below.

a. Clyde A. Hamstreet & Associates, LLC shall generally assist the CRO in performing his duties under the Receivership Order. The services that Shirley Dunn provides as the Chief Financial Officer of any of the Receivership Entities, or otherwise, shall be performed as one of the CRO's professionals acting through Hamstreet & Associates, LLC.

b. Alvarez & Marshal shall

- i. assist in the evaluation of facilities for disposition and in the sale of the facilities that are approved for disposition,
- ii. assist in financing issues, including preparation of reports and liaison with creditors and the negotiation of workout, forbearance and extension agreements, and
- iii. perform other activities as are approved by the CRO and agreed to by A&M.

c. Moss Adams LLP shall

- i. prepare tax returns and other tax related documents for Receivership Entities and, in connection therewith, the Receiver is authorized to sign tax returns and other tax related documents on behalf of the Receivership Entities,
- ii. assist the CRO in determining ownership interest and basis information for each of the Receivership Entities,

iii. identify cash contributions, ownership percentages and value, share of bank debt, and preferred debt for each Receivership Entity, and

iv. provide general accounting and tax consultation on financial and restructuring issues regarding the Receivership Entities.

d. Greene & Markley, P.C. shall

i. provide general advice and counsel as to the CRO's rights, powers and duties,

ii. defend the CRO as named relief defendant in this civil action, and

iii. assist the CRO with regard to corporate restructuring, the formulation of a plan of distribution and other strategic issues.

e. Tonkon Torp LLP shall

i. advise the CRO and the Management Committee ("MC") with respect to debt restructuring and assist in the negotiation and documentation of financing agreements and related transactions,

ii. advise the CRO and MC with respect to corporate restructuring, including corporate, real estate, regulatory, securities, labor and tax matters and assist in the negotiation and documentation of all related transactions,

iii. advise the CRO and MC with respect to necessary and appropriate litigation involving Receivership Entities, including bankruptcy proceedings, and take all actions necessary to prosecute such actions on behalf of the Receivership Entities or defend such actions commenced against the Receivership Entities, and

iv. negotiate with creditors, tenants-in-common and equity holders concerning a plan of restructuring, prepare related documents and take actions necessary to implement the plan of restructuring.

f. Steptoe & Johnson LLP shall

i. advise the CRO and MC as to legal issues concerning general corporate matters,

ii. advise the CRO and MC as to legal issues concerning transactional matters, including the negotiation and drafting of documents relating to the sale or other disposition of assets of the Receivership Entities,

iii. represent the CRO and MC in connection with obtaining court approval of the sale or other disposition of assets of the Receivership Entities, including drafting motions, responding to objections and representing the CRO and MC in court,

iv. advise the CRO and MC as to legal issues concerning financial and loan restructuring matters, including negotiations with lenders and drafting of documents relating to the renegotiation of loans to the Receivership Entities,

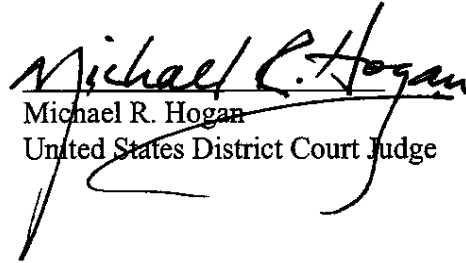
v. advise the CRO and MC as to legal issues requested by the CRO and MC, and

vi. consult with and advise the CRO's other professionals on matters relevant to the Receivership Entities.

2. The CRO's professional shall be employed on an hourly basis and their compensation and reimbursement of expenses shall be paid in accordance with the procedures

set forth in paragraph XI of the Receivership Order.

5 MAY 2009


Michael R. Hogan
United States District Court Judge

Presented by:

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